

TORONTO STOCK EXCHANGE

LISTING STATEMENT

ATLIN-RUFFNER MINES (B.C.) LIMITED

(Non-Personal Liability)

Incorporated under the laws of British Columbia on April 19th, 1949
by Memorandum and Articles of Association

SEP 21 1951

1. Address of the Company's Head Office and of any other offices:
Head Office—1318 Standard Building, 510 West Hastings Street, Vancouver, B.C.
Executive Office—1405 Crown Trust Building, 302 Bay Street, Toronto, Ontario.

2. Officers of the Company:

OFFICE HELD	NAME	ADDRESS	OCCUPATION
President	Robert Jackson Jowsey	124 Heath Street West, Toronto, Ontario	Mine Developer
Vice-President	Oscar Frederick Lundell	1542 West 28th Avenue, Vancouver, B.C.	Barrister
Secretary-Treasurer	Henry Thomas Hurley	126 Colin Avenue, Toronto, Ontario	Mine Executive

3. Directors of the Company:

NAME	ADDRESS	OCCUPATION
Robert Jackson Jowsey	124 Heath Street West, Toronto, Ontario	Mine Developer
Oscar Frederick Lundell	1542 West 28th Avenue, Vancouver, B.C.	Barrister
Henry Thomas Hurley	126 Colin Avenue, Toronto, Ontario	Mine Executive
Maurice Crabtree	32 Tarlton Road, Toronto, Ontario	Barrister
Humphry Ringler Drummond-Hay	160 Roslyn Road, Winnipeg, Manitoba	Barrister

4. Amount of authorized capital: \$3,000,000.00.
5. Number of shares and par value: 3,000,000 shares of the par value of \$1.00 each.

6. Full details of all shares issued in payment for properties or for any other assets other than cash:

Date	No. of Shares	Description
May 16, 1949.....	652,957	26 Crown granted mineral claims acquired for 652,957 shares and the assumption by the Company of the liabilities of Atlin-Ruffner Mines Limited.
March 14, 1951.....	50,000	Mineral claims Saddle 3 and Saddle 4. The Company also intends to acquire 18 additional mineral claims forming a group adjoining the above claims for 150,000 shares of the Company. 2 of the claims to be acquired will be held under an option to purchase for a total consideration of \$60,000.00.
Total.....	702,957	

7. Number of shares
sold for cash..... 1,155,006
8. Total number of
shares issued..... 1,857,963

9. Number of shares now in treasury or otherwise unissued: 1,142,037.

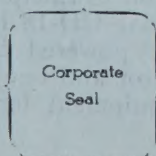
This listing statement is a copy of the listing application made by the applicant company. The Exchange has received no consideration in connection with the issue of this listing statement other than the customary listing fee. The papers and exhibits submitted by the applicant company in support of the listing application are open for inspection at the general office of the Exchange.

10. Full details of all shares sold for cash.	Date	Number of Shares	Price per share	Amount realized by Company
	Apr. 19, 1949	5	\$1.00	\$ 5.00
	Oct. 5, 1949	1	1.00	1.00
	Dec. 30, 1949	300,000	.25	75,000.00
	Apr. 4, 1951	500,000	.25	125,000.00
	Aug. 16, 1951	250,000	.25	62,500.00
	Aug. 22, 1951	5,000	.25	1,250.00
	Aug. 22, 1951	100,000	.30	30,000.00
	Total.....	1,155,006		\$293,756.00
11. Particulars of any issued shares held in trust for the Company or donated for treasury purposes.	Nil.			
12. Date of last annual meeting.	October 17th, 1950.			
13. Date of last report to shareholders.	October 2nd, 1950.			
14. Details of any treasury shares (or shares issued subject to payment or shares held for the benefit of the treasury) now under option or the subject of any underwriting or sales agreement. If none, this is to be stated.	<p>By agreement dated March 14th, 1951, William John McDonough, Prospector, purchased 5,000 shares at 25c a share as set out in item 10 above and secured options on 50,000 shares at 35c each exercisable on or before March 15th, 1952 and 50,000 shares at 75c each on or before March 15th, 1953.</p> <p>By agreement dated March 16th, 1951, as amended by subsequent agreements, Crang Securities Limited underwrote 500,000 shares at 25c a share and optioned 1,000,000 shares at prices ranging from 25c to 60c a share. The underwritten shares and 350,000 optioned shares have been taken up, as set out in Item 10 above, and the balance of the option remaining outstanding is as follows:</p> <p style="padding-left: 40px;">150,000 shares at 40c a share; 100,000 shares at 45c a share; 150,000 shares at 50c a share; 250,000 shares at 60c a share.</p> <p>In order to keep the options in good standing, the first three blocks must be exercised to the extent of at least 50,000 shares a month commencing December 1st, 1951, and the fourth block must be exercised by March 1st, 1953.</p>			
15. Details of any shares pooled, deposited in escrow, non-transferable or held under any syndicate agreement or control.	652,957 shares are held in escrow by Crown Trust Company under agreement dated October 4th, 1949, subject to release in whole or in part in such amounts and at such times as the directors of the Company may from time to time determine with the approval of the Ontario Securities Commission and the Superintendent of Brokers of British Columbia and of such other persons or bodies as may in the opinion of the directors be necessary.			
16. Details of any registration with or approval or authority for sale granted by or any filing with a Securities Commission or corresponding Government body.	On March 22nd, 1951, the Company filed with the Ontario Securities Commission the prescribed material in connection with the sale of shares under the agreement of March 16th, 1951, with Crang Securities Limited. On March 29th, 1951, the Company was granted registration as a broker under the Quebec Securities Act which registration is now expired. On March 29th, 1951, the Superintendent of Brokers of British Columbia issued a certificate of registration qualifying the sale of shares of the Company in British Columbia. On March 30th, 1951, the Sales Approval Committee of the Winnipeg Stock Exchange granted approval to sell shares of the Company in Manitoba.			

17. Has any application for registration with, or approval or authority for sale by or any filing with a Securities Commission or corresponding Government body ever been refused, cancelled or revoked? If so, give particulars.	No.
18. Particulars of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil.
19. Names and addresses of all transfer agents.	Crown Trust Company, 569 Howe Street, Vancouver, B.C. Crown Trust Company, 302 Bay Street, Toronto, Ontario.
20. Particulars of any fee charged upon transfers other than customary government taxes.	25c for each certificate issued in Toronto; 50c for each certificate issued in Vancouver.
21. Names and addresses of all registrars.	Crown Trust Company, 569 Howe Street, Vancouver, B.C. Crown Trust Company, 302 Bay Street, Toronto, Ontario.
22. Are any lawsuits pending against the Company or any of its properties, or are there any other circumstances which might affect the Company's position or title adversely? If so, explain fully.	No.
23. Enumerate fully, giving claim or property numbers, approximate acreage, townships and mining camp or oil field: (a) Properties owned where titles vested in Company. (b) Properties leased. (c) Properties otherwise held. Give particulars of title held by the Company in each instance, (e.g. patented, unpatented, Crown granted, held under mining license, perpetual lease, etc.)	(a) 26 Crown granted mineral claims designated Lots 1172-4 inclusive, 4634-51 inclusive and 6100-4 inclusive situate in Atlin Mining Division, Cassiar District, British Columbia. 2 adjoining mineral claims Saddle 3 and Saddle 4. (b) Nil. (c) The Company proposes to acquire for 150,000 shares 18 additional claims in a group adjoining the above claims, 2 of such claims will be held under option, the total purchase price under which is \$60,000.00 U.S.
24. Full particulars of any royalties or other charges payable upon production from each individual property.	Nil.
25. Describe plant and equipment on property.	2 surface camps erected by former owners have been re-conditioned and machinery and supplies moved in. Principal items are 315 cfm. Air Compressor, powered by one UD-18 International Diesel Unit, One 20-KVA Generator, powered by D-13,000 Diesel Unit; One D-8 Caterpillar Tractor and one Land-rover, together with usual other ancillary equipment for initial surface and underground development.

26. Describe development accomplished and planned.	Some 7,460 feet of drifting, cross cutting and raises were done by former owners. Silver lead deposits were first discovered in 1897 and the development of the properties started under M. J. Ruffner in 1918 when the claims were staked. Initial development was largely financed from shipping of high-grade ore. In 1928 the C. V. Bob interests in Chicago acquired control of the properties and considerable underground work was done. In 1932 Bobjo Mines, Limited, acquired the property and in 1934 a program of exploration work was carried out on the upper levels. During the past few weeks surface bulldozing work and opening up of the old workings has been carried out.
27. Date and author of mining engineer's or petroleum geologist's report filed with this application and available for inspection on request.	January 18th, 1949—Dr. Victor Dolmage, Consulting Geologist, 1318 Marine Building, Vancouver, B.C. July 31st, 1951—Dr. A. P. Beavan, Consulting Geologist, 103 Clyde Avenue, Toronto, Ontario.
28. Full particulars of production to date.	Nil.
29. Have any dividends been paid? If so, give dates, per share rate, and amount paid in dollars on each distribution.	No.
30. Name and address of the solicitor or attorney whose certificate as to titles and to the fact that there are no encumbrances or tax arrears has been filed with the Exchange.	Messrs. Lawson, Lundell, Lawson and McIntosh, Standard Building, Vancouver, B.C.
31. Name and address of the solicitor or attorney whose certificate as to the legality of the incorporation and organization of the Company, the validity of its shares and the fact that they are fully paid and non-assessable has been filed with the Exchange.	Messrs. Lawson, Lundell, Lawson and McIntosh, Standard Building, Vancouver, B.C.
32. Has the listing of any shares of the Company ever been refused or deferred on any stock exchange? If so, give particulars.	No.
33. Have any shares of the Company ever been listed on any other stock exchange? If so, give particulars.	The shares of the Company are listed on the Montreal Curb Market.

Dated at Toronto, the 22th day of August, 1951.



ATLIN-RUFFNER MINES (B.C.) LIMITED
(Non-Personal Liability)

"R. J. JOWSEY," *President.*

"H. T. HURLEY," *Secretary-Treasurer.*

STATEMENT SHOWING NUMBER OF SHAREHOLDERS
as of April 30th, 1951

<i>Number</i>		<i>Shares</i>
446	Holders of 1 - 1,000 shares.....	52,223
28	" " 1,001 - 10,000 "	61,092
0	" " 10,001 - 25,000 "	0
0	" " 25,001 - 50,000 "	0
2	" " 50,001 and over "	1,039,648
<hr/> 476 Stockholders		<hr/> Total shares... 1,152,963

FINANCIAL STATEMENT

SUPPLEMENTAL FINANCIAL INFORMATION

Since August 20th, 1951, the date of the accompanying balance sheet, the Company has received the sum of \$31,250.00 from the sale of 100,000 treasury shares, at 30c a share and 5,000 treasury shares, at 25 cents a share, as set out in item 10 of this Listing Statement, and its cash position and issued share capitalization have been increased accordingly.

BALANCE SHEET AS OF AUGUST 20th, 1951

ASSETS

CASH:	
Imperial Bank of Canada, Toronto.....	\$ 65,059.42
Canadian Bank of Commerce, Vancouver.....	20,000.00
Petty Cash, Toronto.....	6.09
	<hr/> \$ 85,065.51
VANCOUVER OFFICE: (Advances to).....	93,260.63
ACCOUNTS RECEIVABLE: (Various) F. L. Smith.....	42.10
ADVANCES RE TRAVELLING: Thos. Young.....	200.00
SUPPLIES IN TRANSIT: Ore sacks.....	1,000.00
INCORPORATION AND ORGANIZATION EXPENSE.....	3,644.68
MINING PROPERTY AND BUILDINGS.....	240,751.54
EQUIPMENT: Toronto, Filing cabinet.....	108.50
EXPENSE ACCOUNTS:	
Office, Toronto.....	\$ 2,540.33
Transfer fees and registrar.....	227.00
Legal fees and disbursements.....	5,615.87
Engineering.....	221.00
Travelling.....	4,005.67
Taxes on property.....	236.75
Audit fees.....	187.50
Caretaker—Atlin property.....	62.50
	<hr/> 13,096.62
MINING DEVELOPMENT: to Dec. 31st, 1950.....	437.47
ADMINISTRATIVE AND GENERAL EXPENSE: to Dec. 31st, 1950.....	638.20
	<hr/> <hr/> \$438,245.25

LIABILITIES

STOCK POSITION:	
Authorized:	
3,000,000 shares of \$1.00 par value.....	\$3,000,000.00
Issued:	
<i>For properties:</i>	
702,957 shares of \$1.00 par value.....	\$ 702,957.00
Less: discount 75%.....	527,217.75
	<hr/> 175,739.25
<i>For cash:</i>	
6 shares of \$1.00 par value.....	\$ 6.00
1,050,000 shares of \$1.00 par value.....	\$1,050,000.00
Less: discount 75%.....	787,500.00
	<hr/> 262,500.00
	<hr/> \$438,245.25
<hr/> 1,752,963	<hr/> \$438,245.25

Certified Correct

"R. J. JOWSEY," *President and Director.*

"H. T. HURLEY," *Secretary-Treasurer and Director.*

MINING ENGINEER'S REPORT

PROGRESS REPORT No. 3 FOR PERIOD ENDING JULY 31st, 1951

1. Mechanical Stripping:

Stripping with D-8 bulldozer has continued on two shifts per day, but as heretofore breakdowns and accidents have reduced the actual operating hours of the machine to about 55% of the total possible time.

No. 4 Zone—Cross stripping at intervals has been carried on between points 320 feet east of 4AA and 300 feet west of 4E workings, for an aggregate length of 700 feet. 420 feet of this represents actual exposures of the No. 4 zone, the balance being incomplete trenches where bed rock in the zone is not yet exposed.

The largest continuous stripping (350 feet) and the maximum length of zone so far exposed in stripping lies east of 4A adit. The zone here is approximately 16 feet wide, and includes two or more lamprophyre dykes and three vein sections:

Hanging Wall vein—averaging 2.0 feet wide—quartz with considerable galena.

Central vein section—approximately 4 feet south of Hanging Wall vein—narrow quartz with predominant sphalerite mineralization.

Foot Wall vein—predominant sphalerite mineralization in a zone perhaps 3 feet wide.

Stripped sections of the Hanging Wall vein, aggregating 140 feet in length, have been sampled. The average of the first twelve channel samples here is:

Au—0.06 oz per ton; Ag—45.10 oz per ton; Pb—18.11%; Zn—Not yet determined. Average width, 2.1 feet.

The above section together with others not yet completely sampled indicate a length of at least 200 feet for this ore shoot. Sampling of the central and hanging wall vein sections and intervening wall rock is incomplete and no assay returns are available yet for these.

Immediately west of 4A Portal, stripping done in conjunction with the clearance and rehabilitation of this working exposes a complete section of No. 4 Zone. This shows, in addition to the lamprophyre dyke and vein on which the adit was originally opened, the following sequence in another dyke fifteen feet south of the portal:

Hanging Wall—Quartz vein, 1.5-3.0 feet wide, mineralized with abundant coarse molybdenite plus minor arsenopyrite. Yellow molybdenite (MoO_2) is prominent as an oxidation product.

Centre of dyke—Quartz vein, scant mineralization.

Footwall—Quartz 0.7-1.5 feet wide—galena and sphalerite mineralization. First sample assayed, from east end of exposure:

Au—0.12 oz. per ton; Ag—26.78 oz per ton; Pb—10.43%; Zn—Not yet determined. Width—1.5 feet.

The exact correlation between this part of No. 4 zone and that part of it exposed east of No. 4A adit is not yet apparent.

Immediately west of 4A dump, a narrow dyke and vein (12 inch) contains sphalerite and arsenopyrite mineralization.

One hundred feet east of 4AA adit, the zone contains a lamprophyre dyke and a two-foot vein zone with sphalerite, galena and arsenopyrite mineralization.

One hundred feet west of 4E adit, stripping exposes part of No. 4 Zone, with a vein 2.0-3.5 feet wide showing abundant fine-grained galena and some ruby silver. Stripping will be extended to trace this vein westward. The showing indicates that No. 4 zone continues west of all previous workings on it; and a stretch of 2,000 feet of drift-covered country suitable for stripping remains to be explored in this direction.

No. 2 Zone—Stripping has been resumed on No. 2 zone west of 2A adit, in order to explore that part of the zone which might be attacked underground from the 2X workings.

No further work has yet been done on the zone east of 2A adit.

2. Rehabilitation of Workings:

The portal of 4A adit has been opened, and a start made on clearing caved sections and re-timbering this drift. The working is now clear for approximately 90 feet from the original portal.

The portal of 2A adit has been cleared and enlarged by bulldozing in preparation for opening the drift, which appears to be badly caved near the entrance. The working will be cleared at least sufficiently to permit examination. The same will be done at 2B adit, which has been partly cleared at the portal in order to permit thawing and drainage of ice and water from the drift. The old wagon trails to this and 2C shaft will require some widening before timber and other materials can be moved to them.

3. General:

Camp accommodation has been enlarged by addition of a 16 foot x 20 foot tent, framed for summer use. Six miners and two tractor operators are employed at the upper workings.

The equipment and supplies for underground development are on the property, with the exception of powder and pipe. Steps have been taken to expedite delivery of these. The extreme slowness of transportation into this area has been pointed out to visiting Federal Members of Parliament for this riding and the Yukon Territory.

Of the total of 420 feet of No. 4 Zone exposed in stripping, it is estimated that 275 feet may prove to be ore when sampling results are all available. It is therefore hopeful that a substantial proportion of further stripping may be in ore.

The mineral molybdenite occurs in No. 4 Zone in more than accessory amounts. The occurrence near 4A adit is the most interesting yet known, but it is yet too early to attach possible economic importance to this mineral.

Respectfully submitted,

"A. P. BEAVAN," Consulting Geologist.

July 31st, 1951.

REPORT OF GENERAL MANAGER

To the President and Directors,
Atlin-Ruffner Mines (B.C.) Limited.

Following my visit of Inspection to your Company's property during the period, August 1st-7th, I have the following report and recommendations to make for your consideration:

1. You have already received by wire and mail the first results obtained from new ore exposures that have been uncovered within the No. 4 Zone east of the old No. 4 adit. This new discovery had been extended for a total distance of 275 feet westward at the time of my leaving the property and while, as you have already been informed, only 180 feet of this new oreshoot has so far been fully sampled, my physical examination of this discovery confirms the report of your technical staff that we may reasonably expect that high-grade ore will be maintained for the whole distance of 275 feet, with the west end of the structure holding promise for a continuation of high-grade ore.

Within the 275 feet of the new oreshoot so far exposed, a total of eighteen channel samples have been taken with the following results:

0.11 oz. Gold; 37.86 oz. Silver; 17.81% Lead; 4.52% Zinc, across an average true width of 2.1 feet.

2. Approximately 850 feet west of the present known extremity of the new oreshoot above the 4A adit, a new discovery was made consisting of a strong vein of almost massive galena contained within a shear zone ten feet wide. A channel sample across three and one-half feet of the massive material gave:

0.10 oz. Gold; 155.94 oz. Silver; 30.97% Lead

with Zinc Assays yet to be determined. A recent communication from the mine indicates a cut by bulldozer some fifty feet to the west of the original discovery has proved the continuity of this occurrence for this distance. Assays from this new trench should be available quite shortly.

3. Following consultation with Dr. A. P. Beavan and other members of our technical staff, I am of the opinion that the average value of the ore that can be sorted from the new discovery above the 4A adit will exceed \$250.00 per ton and that we may expect volume of at least forty tons per vertical foot of this grade of ore and at the time of my leaving the mine, operations were underway to effect the immediate mining of high-grade shipping ore from this location by open-cut methods supplemented by underground work through the 4A adit.

The Schedule of anticipated shipments to the Trail Smelter from the new discovery and from ore of a lower grade that will be drawn from the 2D and 2X tunnels will be found later on in this report.

4. In view of the unexpected and highly promising discoveries and ore potential which your Company has secured from recent exploration, provision will have to be made for additional financing to cover the cost of the necessary equipment and supplies which will be required to continue the operation of the Mine over the winter months. These requirements are as follows:

(a) 1 30 K.V.A. Generator for operating light tools and for domestic illumination.....	\$ 6,500.00
Ore sacks and liners—sufficient for the shipments of 2,500 tons.....	12,000.00
3 Mine cars including transportation.....	1,750.00
1 Duplex Pump with lines, take-offs and connections.....	750.00
Mine Rails.....	2,000.00
Mine Timber and Lagging.....	2,500.00
Fire Suppression equipment.....	600.00
1 Used Panel Truck.....	1,600.00
1 Bunk House for 30 men including General Electric Furnace and the usual toilet facilities.....	9,000.00
1 D4 Tractor for hauling ore to highway during winter months and for snow removal on Mountain Road.....	6,500.00
Heating equipment for office, Assay office, cook house, staff living quarters.....	2,000.00
Percentage for Contingencies (10%).....	4,520.00
	<hr/>
	\$ 49,720.00

(b) The sum of \$25,000.00 per month commencing September 1st and to be firm for a period of six months, must be provided for general operating expenses which would include salaries to the Executive and Technical staff, wages for an average employment of ten miners including bonuses, for Commissariat, Powder, Fuel Oil, Gasoline, Assay office Maintenance, Head Office expenses, Travelling, Insurance, etc.....	\$150,000.00
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TOTAL FIRM CAPITAL REQUIREMENTS INCLUDING (a) AND (b)..... \$199,720.00

5. A survey of medium and high-grade ore potential that is readily apparent as available for shipment to the Custom Smelter has enabled your Management to set forth the following Target Schedule, which Schedule indicates anticipated net returns opposite tonnage to be shipped by individual months.

Month	Tonnage	Anticipated Net Smelter Returns	Dollar Receipts
August, 1951	30	\$150.00	\$ 4,500.00
September, 1951	150	150.00	22,500.00
October, 1951	150	150.00	22,500.00
November, 1951	100	150.00	15,000.00
December, 1951	250	50.00	12,500.00
January, 1952	400	50.00	20,000.00
February, 1952	400	50.00	20,000.00
March, 1952	400	50.00	20,000.00
April, 1952	400	50.00	20,000.00
	<hr/>		<hr/>
	2280		\$157,000.00

While your Management is not wishful of making any definite determination in respect of the above Schedule, there is every reason to expect that the net dollar return as indicated above will be achieved for the months as stated and furthermore, a continuity of production at the rate of 400 tons per month will be maintained throughout the year 1952.

6. The road connecting the Mine and the Adlin-Whitehorse Highway has now been completed at a total cost of \$16,000.00 of which amount \$7,500.00 has been appropriated by the Government. Owing to poor supervision and indifferent equipment supplied by the contractor, the present condition of this road is only fair and it will have to be constantly maintained if it is to support heavy loads all year round. At the present time, the Provincial Government of British Columbia is maintaining the Mine Road with very limited funds presently available for this purpose.

7. The main highway from the Mine Road cut-off through to Carcross, Y.T. is in excellent condition throughout the summer and winter seasons with the exception of one very bad grade extending for approximately 3,000 feet and which grade cannot be surmounted by transport carrying heavy loads during the winter owing to glaciation of this section of the highway. As soon as opportunity affords your Management proposes to appeal to the Minister of National Resources at Ottawa with a request that a special winter by-pass be constructed to aid the Company with its ore shipments during the forthcoming winter season.

8. Operations at your Company's property are proceeding smoothly and according to plan. There are twenty-five employees at the Mine including staff and underground labor. Subject to the availability of the necessary finances and the approval of the Company's Executive, it is the intention that this force be maintained throughout the coming winter and that shipment of crude ore of a profitable grade should be shipped to the smelter in line with the schedule contained herein.

Respectfully submitted,

"W. J. McDONOUGH," *General Manager.*

August 10th, 1951.

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TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 171.
FILED, MARCH 26th, 1964.

ATLIN-RUFFNER MINES (B.C.) LIMITED (NON-PERSONAL LIABILITY)

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1034, dated January 31, 1964.

<p>Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.</p>	<p>(a) Completion of material changes described in Filing Statement No. 1034 with respect to the settlement of the Company's indebtedness to R. J. Jowsey Mining Company Limited and the issue of 350,000 treasury shares of the Company to Hevenor & Co. and the issue of 300,000 treasury shares of the Company to R. J. Jowsey Mining Company Limited. (b) Acquisition of working options on mining claims referred to in Item 11 below.</p>
<p>4. Share capitalization showing authorized and issued and outstanding capital.</p>	<p>Authorized capital - \$10,000,000 divided into 10,000,000 shares of the par value of \$1 each of which 6,356,000 shares are issued and outstanding.</p>
<p>6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.</p>	<p>Under the agreement referred to in Filing Statement No. 1034 between the Company and Hevenor & Co. 350,000 shares of the Company were issued to Hevenor & Co. and the following options are still outstanding: as to 200,000 shares at the price of 15 cents per share, as to 200,000 shares at the price of 20 cents per share, as to 200,000 shares at the price of 25 cents per share and as to 50,000 shares at the price of 30 cents per share exercisable within 3 months, 6 months, 9 months and 12 months respectively from February 24, 1964.</p>
<p>7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.</p>	<p>None of the options to purchase 1,100,000 shares of the Company referred to in the agreement dated January 16, 1964 between R. J. Jowsey Mining Company Limited and Hevenor & Co. described in Filing Statement No. 1034 have been exercised by Hevenor & Co. and accordingly Hevenor & Co. has options to purchase such shares of the Company from R. J. Jowsey Mining Company Limited as to 200,000 at the price of 5 cents per share, as to 200,000 at the price of 5 cents per share, as to 200,000 at the price of 6 cents per share, as to 200,000 at the price of 6 cents per share and as to 300,000 at the price of 6 cents per share within 3 months, 6 months, 9 months, 12 months and 15 months respectively from February 24, 1964.</p>
<p>8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.</p>	<p>No payments in cash or securities of the Company have been made or are to be made to any promoter or finder in connection with the said acquisition.</p>

FINANCIAL STATEMENTS

ATLIN-RUFFNER MINES (B.C.) LIMITED

(NON-PERSONAL LIABILITY)

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REPLY TO
SUITE 324, 12 RICHMOND ST. E.
TELEPHONE EMPIRE 8-4651

TORONTO 1, ONT.

STATEMENT OF SOURCE & APPLICATION OF FUNDS

December 31st. 1963 - Cash on hand \$ 1,323.88

Receipts:

Feb. 21/64. Loan - F. H. Jowsey Limited	\$ 300.00	
" 27/64. Hevenor & Co. - re treasury shares	<u>33,000.00</u>	<u>33,300.00</u>
		<u>\$34,623.88</u>

Disbursements:

Exploration & development Expense

Montgolfier Twp., Que. - Development Licenses \$ 1,060.00

Administrative & General Expense

Office & secretarial service	\$ 150.00	
Treasurer of Ontario	20.00	
Toronto Stock Exchange	200.00	
Canadian Stock Exchange	<u>100.00</u>	<u>470.00</u>
		<u>-1,530.00</u>

March 18th. 1964 - Cash on hand \$ 33,093.88

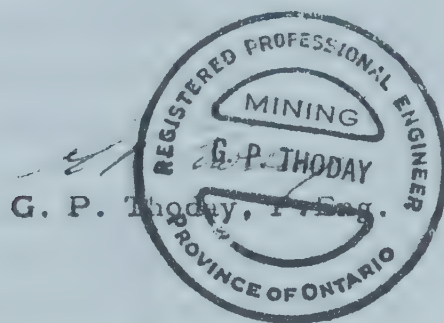
Certified correct:

F. H. Jowsey
.....
Director
H. J. Hurley
.....
Director

C E R T I F I C A T E

I, G. P. Thoday, of the Town of Haileybury, in the Province of Ontario, do hereby certify that:

1. I am a professional engineer in mining with business address at Haileybury, Ontario.
2. I attended the University of Saskatchewan and have been practicing my profession since 1942.
3. I am a member of the Association of Professional Engineers of Ontario, a member of the American Institute of Mining and Metallurgical Engineers and a member of the Canadian Institute of Mining and Metallurgy.
4. I have no interest either directly or indirectly nor do I anticipate any interest either directly or indirectly in the property or securities of Atlin-Ruffner (BC) Limited.
5. My report is based on geological information from various government publications and maps of the area and several trips to the area (Joutel area) during the past year and from a visit to the property on July 7th, 1963.



Toronto, Ontario
February 28th, 1964

ENGINEER'S REPORT

Note - The following are excerpts from a report by G.P. Thoday, P.Eng., dated February 28th, 1964, on the mining claims located in Joutel Township, Province of Quebec. A complete copy of this report is on file at the Toronto Stock Exchange.

INTRODUCTION

The property consists of 20 contiguous claims containing 800 acres situated in the south east quadrant of Joutel Township, Quebec. They are listed as follows:

C-203832	Claims 1 - 5
C-203833	Claim 5
C-203834	Claims 4 & 5
C-203835	Claims 1 - 5
C-203836	Claims 1 - 5
C-203837	Claims 4 & 5

The claim group is located 60 air miles north of Amos, Quebec, a town on the Canadian National Railway, and about 33 miles south west of the Mattagami Lake base metal camp.

The Atlin-Ruffner Mines' property is adjoined on the west by Iso Mines, on the north and east by Cam Mines and on the south and west by Headway Mines. It is about 1 mile north and east of Northern Explorations' property and about 3 miles east of Joutel Copper Mines.

CONCLUSIONS & RECOMMENDATIONS

The property held by Atlin-Ruffner (BC) Limited is located in an area where base metal ore zones have been found.

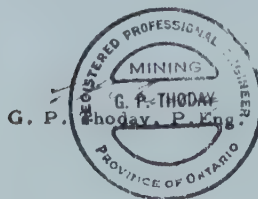
The mineralized zones on the Joutel Copper property and on the Northern Explorations property show up as only weak electromagnetic and magnetic anomalies and make it advisable to investigate any weak geo-physical indications.

It is recommended that an electromagnetic check survey be carried out over the property using a deeper penetrating method. Any weak conducting zones which are also magnetic should be tested by diamond drilling.

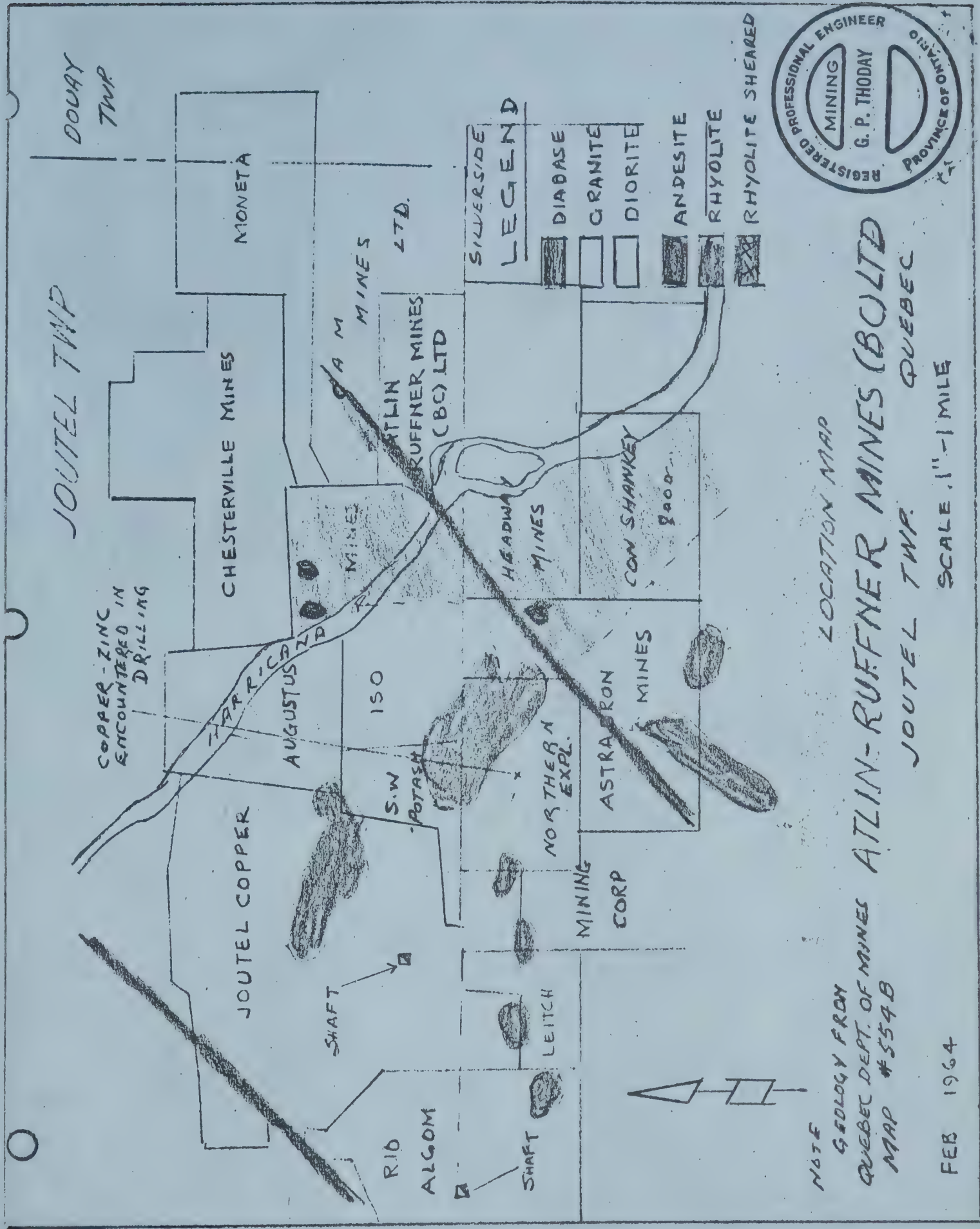
The cost of the above programme is set out below:

Geophysical Work including Line Cutting.....	\$2,500.00
3000 feet of Diamond Drilling.....	15,000.00
	<hr/>
	\$17,500.00

Respectfully submitted,



Toronto, Ontario
February 28th, 1964.



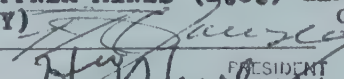
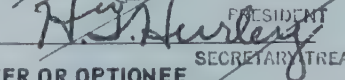
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Upon the acceptance for filing of this Amending Filing Statement by the Toronto Stock Exchange and of a similar Amending Filing Statement by the Canadian Stock Exchange, the Company proposes to expend available funds including the proceeds from an underwriting and option agreement dated January 16, 1964 between the Company and Hevenor & Co., disclosed in Filing Statement No.1034, to meet its current administrative expenses of approximately \$5,970.00, to make an option payment of \$3,000.00 required for the Joutel Township Claims and an expenditure of approximately \$17,500.00 to carry out the recommendations of the Company's engineer for exploration of the said claims including a geophysical survey and 3,000 feet of diamond drilling at \$5 per foot.												
11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	By an agreement dated March 4, 1964 between Henry W. Barta, 80 Blackfriar Ave., Weston, Ontario, the Company and William Sacks, 8 King Street West, Oshawa, Ontario, the Company acquired working options from Henry W. Barta on twenty unpatented mining claims located in Joutel Township, Quebec. The consideration payable by the Company for the options is \$6,000, \$3,000 of which is payable upon (a) acceptance of this Amending Filing Statement by the Toronto Stock Exchange and of a similar Amending Filing Statement by the Canadian Stock Exchange and (b) completion of transfer of the claims to the Company. Upon exercise in full of the option on or before September 4, 1965 a further sum of \$3,000 is payable. Under the said agreement William Sacks, in consideration of the granting of the said working option, granted Henry W. Barta an option to purchase 50,000 shares in the capital stock of the Company from William Sacks as follows: as to 25,000, at the price of 11 cents a share exercisable on or before September 4, 1964; as to the remaining 25,000, at the price of 15 cents per share exercisable on or before September 4, 1964 or on or before the expiration of an option to purchase shares in the capital stock of the Company held by William Sacks pursuant to an agreement dated January 16, 1964, disclosed in Filing Statement No.1034, between the Company and Hevenor & Co. acting on behalf of William Sacks, whichever is earlier.												
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<p>The Company's investments at present are as follows:</p> <table><tr><th>Number of Shares</th><th>Book Value</th><th>Market Value</th></tr><tr><td>74,620 Deranco Mines Ltd. (67,155 escrowed)</td><td>350.00</td><td>nil</td></tr><tr><td>5,481 Alaska Canadian Mining Exploration Company Limited (4,775 escrowed)</td><td>150.00</td><td>nil</td></tr><tr><td></td><td>\$500.00</td><td></td></tr></table>	Number of Shares	Book Value	Market Value	74,620 Deranco Mines Ltd. (67,155 escrowed)	350.00	nil	5,481 Alaska Canadian Mining Exploration Company Limited (4,775 escrowed)	150.00	nil		\$500.00	
Number of Shares	Book Value	Market Value											
74,620 Deranco Mines Ltd. (67,155 escrowed)	350.00	nil											
5,481 Alaska Canadian Mining Exploration Company Limited (4,775 escrowed)	150.00	nil											
	\$500.00												
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	There are no material facts other than the foregoing. Shares of the Company are presently in the course of primary distribution.												

DATED March 9, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

ATLIN-RUFFNER MINES (B.C.) LIMITED (NON-PERSONAL LIABILITY)

"F.H. Jowsey"	per		CORPORATE SEAL
"H.T. Hurley"	per		SECRETARY/TREASURER

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

TORONTO STOCK EXCHANGE

AMENDING FILING STATEMENT NO. 209.
FILED, JUNE 11th. 1964.

ATLIN-RUFFNER MINES (B.C.) LIMITED (NON-PERSONAL LIABILITY)

Full corporate name of Company

AMENDING FILING STATEMENT

(To be filed with respect to any change in a Filing Statement filed within a period of six months)

To be read in conjunction with Filing Statement No. 1034 dated January 31, 1964,
and Amending Filing Statement No. 171 dated March 9, 1964.

Brief statement of the material change in the affairs of the company in respect of which this amending filing statement is filed.	1) Change in directors and officers of the Company. 2) Acquisition of property. 3) Change in executive office. 4) Exercise of the option to purchase 1,100,000 shares of the Company.																							
2. Head office address and any other office address.	The executive office of the Company is changed to:- Suite 203, 27 Carlton Street, Toronto, Ontario.																							
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	<p>A new Board of Directors and Officers have been appointed as follows:</p> <table><thead><tr><th>Office Held</th><th>Name & Address</th><th>Chief occupation past Five Years</th></tr></thead><tbody><tr><td>President & Director</td><td>*ALBERT MATLOW 157 Shelborne Ave., Toronto, Ontario.</td><td>Customers Man</td></tr><tr><td>Vice-President & Director</td><td>WILLIAM SACKS 8 King St. West, Oshawa, Ontario</td><td>Merchant</td></tr><tr><td>Secretary-Treasurer</td><td>EDWARD M. FIELD 42 Donino Avenue, Toronto 12, Ontario.</td><td>Accountant</td></tr><tr><td>Director</td><td>DAVID LAWSON 943 Inglewood Ave. Vancouver, B.C.</td><td>Partner in law firm of Lawson, Lundell, Lawson & McIntosh, Vancouver, B.C.</td></tr><tr><td>Director</td><td>WILLIAM A. BISHOP 660 Eglinton Ave. West, Toronto, Ontario.</td><td>Insurance Broker</td></tr><tr><td>Director</td><td>CRAWFORD M. COOK 309 Castlefield Ave., Toronto, Ontario.</td><td>Building Superintendent</td></tr></tbody></table> <p>*Albert Matlow was appointed a director and elected President of the Company on May 12, 1964.</p>			Office Held	Name & Address	Chief occupation past Five Years	President & Director	*ALBERT MATLOW 157 Shelborne Ave., Toronto, Ontario.	Customers Man	Vice-President & Director	WILLIAM SACKS 8 King St. West, Oshawa, Ontario	Merchant	Secretary-Treasurer	EDWARD M. FIELD 42 Donino Avenue, Toronto 12, Ontario.	Accountant	Director	DAVID LAWSON 943 Inglewood Ave. Vancouver, B.C.	Partner in law firm of Lawson, Lundell, Lawson & McIntosh, Vancouver, B.C.	Director	WILLIAM A. BISHOP 660 Eglinton Ave. West, Toronto, Ontario.	Insurance Broker	Director	CRAWFORD M. COOK 309 Castlefield Ave., Toronto, Ontario.	Building Superintendent
Office Held	Name & Address	Chief occupation past Five Years																						
President & Director	*ALBERT MATLOW 157 Shelborne Ave., Toronto, Ontario.	Customers Man																						
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Director	DAVID LAWSON 943 Inglewood Ave. Vancouver, B.C.	Partner in law firm of Lawson, Lundell, Lawson & McIntosh, Vancouver, B.C.																						
Director	WILLIAM A. BISHOP 660 Eglinton Ave. West, Toronto, Ontario.	Insurance Broker																						
Director	CRAWFORD M. COOK 309 Castlefield Ave., Toronto, Ontario.	Building Superintendent																						
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	Hevenor & Co., acting on behalf of William Sacks, 8 King Street West, Oshawa, Ont., has exercised the option to purchase from R. J. Jowsey Mining Company Limited the 1,100,000 shares of the Company referred to in Item 7 of the filing statement of the Company (Filing Statement 1034).																							
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	Instead of carrying out the work program on the Joutel properties held under option by the Company (Item 9 in Amending Filing Statement No. 171) at the present time the Company desires to use the funds now available to acquire ownership of the claims referred to in Item 11 hereof and to carry out exploratory work thereon as recommended by the Company's engineer.																							

FINANCIAL STATEMENTS

ATLIN-RUFFNER MINES (B.C.) LIMITED

SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD FROM MARCH 18, 1964 TO JUNE 30, 1964

Balance in bank March 18, 1964 \$ 33,093.88

SOURCE OF FUNDS:

Refund of licenses, Province of Quebec 140.00
\$ 33,233.88

APPLICATION OF FUNDS:

Administration and General Expenses-

Annual Meeting	\$ 312.02
Audit	385.00
Filing fees, taxes	718.27
Legal fees	7,913.30
Printing	312.12
Rent	1,050.00
Secretarial fees	<u>600.00</u>

\$ 11,290.71
300.00

Loan repayment

Payment re 20 unpatented claims Joutel
Township, Quebec 3,000.00

Payment re Geophysical Surveys, Joutel 1,000.00

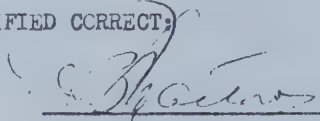
Licenses, Joutel 260.00

Payment re purchase of mining claims, Jamieson
township, Ontario 5,000.00


License 100.00 20,950.71

Balance in Bank June 30, 1964 \$ 12,283.17

CERTIFIED CORRECT:



Director



Director

ATLIN-RUFFNER MINES (B.C.) LIMITED

STATEMENT OF CURRENT POSITION

AS AT JUNE 30, 1964

CURRENT ASSETS:

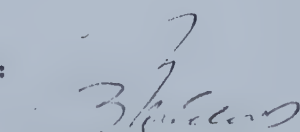
Cash in Bank \$ 12,283.17

CURRENT LIABILITIES:


Accounts Payable-	
Legal Fees	\$ 1,348.85
Transfer Fees	2,275.82
Exploration and Survey	<u>2,850.00</u> <u>6,474.67</u>

EXCESS OF CURRENT ASSETS OVER LIABILITIES \$ 5,808.50

APPROVED:



Director



Director

ENGINEER'S REPORT

Note - The following are excerpts from a report by G.P. Thoday, P.Eng., dated May 5th, 1964, on the mining claims located in Jamieson Township, Porcupine Mining Division, Province of Ontario. A complete copy of this report is on file with the Toronto Stock Exchange.

CONCLUSIONS & RECOMMENDATIONS

Atlin Kuffner has acquired a property in Jamieson Township, about nine miles southwest of the Texas Gulf Sulphur deposit and three miles west of the copper deposit of Violamac (Kamkotia) Mine.

Due to lack of outcrop, the geology of the property is not known, but from a projection of the general geology, it would appear that the property is underlain by rhyolite and andesite.

In order to explore the property it is recommended that a geophysical survey be undertaken.

The cost of this program would be as follows:

Line Cutting	\$480
Magnetometer Survey 560	
Electromagnetic "	800
	\$1840

Respectfully submitted,

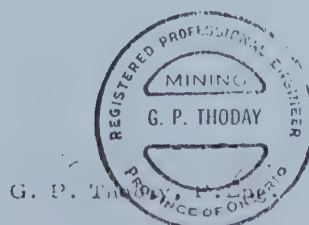


CERTIFICATE

I, G. P. Thoday, of the Town of Haileybury, in the Province of Ontario, do hereby certify that:

1. I am a professional engineer in mining with business address at Haileybury, Ontario.
2. I attended the University of Saskatchewan and have been practicing my profession since 1942.
3. I am a member of the Association of Professional Engineers of Ontario, a member of the American Institute of Mining & Metallurgical Engineers and a member of the Canadian Institute of Mining and Metallurgy.
4. I have no interest either directly or indirectly nor do I anticipate any interest either directly or indirectly in the property or securities of Atlin Kuffner Mines (BC) Limited.
5. My report is based on geological information from various government publications and maps of the area and a visit by helicopter to the area on May 2, 1964.

Toronto, Ontario
May 5, 1964



11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	By agreement dated the 6th day of May, 1964, made with Elmore Dillman, the Company agreed, subject to the acceptance of an amending filing statement with both the Toronto Stock Exchange and the Canadian Stock Exchange, to purchase 8 unpatented mining claims in Jamieson Township, Porcupine Mining Division, for \$5,000 and 200,000 shares of the capital stock of the Company, of which 10% are to be free and the balance placed in escrow subject to release only upon the consents of the Toronto Stock Exchange and the Canadian Stock Exchange.										
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	As far as the signatories hereto are aware, no person other than Elmer Dillman is entitled to receive a greater than 5% interest in the purchase price of the claims referred to in Item 11 hereof										
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	Upon completion of the purchase referred to in Item 11 hereof 180,000 shares shall be placed in escrow, subject to release only on the consents of the Toronto Stock Exchange and the Canadian Stock Exchange.										
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table> <tr> <td>Hevenor & Co., 11 Jordan Street, Toronto, Ontario.</td><td>1,011,154 Shares</td></tr> <tr> <td>G. W. Nicholson & Co. Ltd., 67 Richmond Street West, Toronto, Ont.</td><td>352,820 "</td></tr> <tr> <td>J. H. Crang & Co., 40 Adelaide St. West, Toronto, Ontario.</td><td>350,193 "</td></tr> <tr> <td>T. A. Richardson & Co., 4 King St. West, Toronto, Ontario.</td><td>223,083 "</td></tr> <tr> <td>James Richardson & Sons, 173 Portage Avenue East, Winnipeg, Manitoba.</td><td>144,150 "</td></tr> </table> <p>The signatories hereto are not aware who are the beneficial owners of the above shares.</p>	Hevenor & Co., 11 Jordan Street, Toronto, Ontario.	1,011,154 Shares	G. W. Nicholson & Co. Ltd., 67 Richmond Street West, Toronto, Ont.	352,820 "	J. H. Crang & Co., 40 Adelaide St. West, Toronto, Ontario.	350,193 "	T. A. Richardson & Co., 4 King St. West, Toronto, Ontario.	223,083 "	James Richardson & Sons, 173 Portage Avenue East, Winnipeg, Manitoba.	144,150 "
Hevenor & Co., 11 Jordan Street, Toronto, Ontario.	1,011,154 Shares										
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T. A. Richardson & Co., 4 King St. West, Toronto, Ontario.	223,083 "										
James Richardson & Sons, 173 Portage Avenue East, Winnipeg, Manitoba.	144,150 "										
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	William Sacks, 8 King Street West, Oshawa, Ontario.										
Statement of any other material facts and if none, so state.	The shares purchased by Hevenor & Co. from the Company and from R. J. Jowsey Mining Company Limited are in the course of primary distribution to the public. There are no other material facts.										

DATED May 20, 1964.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

ATLIN-RUFFNER MINES (B.C.) LIMITED (NPL)
CORPORATE

"W.R. Sacks"

SEAL

"C.M. Cook"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

THE TORONTO STOCK EXCHANGE

FILING STATEMENT NO. 1245.
FILED, JANUARY 14th. 1965.ATLIN-RUFFNER MINES (B.C.) LIMITED
(Non-Personal Liability)Full corporate name of Company
Incorporated under The Companies Act, British Columbia, as a
specially limited company, 19th April, 1949.Particulars of incorporation (e.g., Incorporated under Part IV of the Corporations Act, 1953
(Ontario) by Letters Patent dated May 1st, 1957). Reference is made to previous
Filing Statement No. 1034 and
Amending Filing Statement Nos.

FILING STATEMENT

(To be filed with respect to any material change in a company's affairs, including among other things, 171 and 209.
an underwriting and option agreement, an issue of shares for property and a proposed re-organization.)

1. Brief statement of the material change in the affairs of the company in respect of which this statement is filed.	1. Decrease and then increase in the capital of the Company. 2. To change the name of the Company. 3. Rights offering to shareholders. 4. Underwriting and optioning of reorganized shares of the Company.
2. Head office address and any other office address.	Head Office: Suite 1500 Marine Building, 355 Burrard Street, Vancouver, British Columbia. Executive Office: Suite 203, 27 Carlton Street, Toronto, Ontario.
3. Names, addresses and chief occupations for the past five years of present or proposed officers and directors.	President and a director ALBERT MATLOW, 157 Shelborne Avenue, Toronto, Ontario. Customers Man (Hevenor & Co.) Vice-President and a director WILLIAM SACKS, 8 King Street West, Oshawa, Ontario. Merchant. Secretary-Treasurer EDWARD M. FIELD, 42 Donino Avenue, Toronto, Ontario. Accountant. Director WILLIAM A. BISHOP, 660 Eglinton Avenue West, Toronto, Ontario. Insurance Broker. Director Crawford M. Cook, 309 Castlefield Avenue, Toronto, Ontario. Building Superintendent. Director Allan H. Ainsworth, Suite 1500 Marine Building, 355 Burrard Street, Vancouver, British Columbia. Lawyer. David A. Lawson resigned as a director on the 4th day of June, 1964, and Allan H. Ainsworth was appointed a director in his place and stead.
4. Share capitalization showing authorized and issued and outstanding capital.	Authorized: \$10,000,000 divided into 10,000,000 shares having a par value of \$1.00 each. Issued: 6,556,000 shares having a par value of \$1.00 each. The Company has passed a special resolution reducing the paid-up capital of the Company from 6,556,000 shares to 1,311,200 shares by the cancellation of 5,244,800 issued shares and then increasing the capital of the Company to 6,000,000 shares by the creation of an additional 1,244,800 shares. A meeting of the shareholders will be held in the early part of February for the purpose of considering and if deemed advisable confirming the said special resolution.

5. Particulars in respect of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	Nil.
6. Details of any treasury shares or other securities now the subject of any underwriting, sale or option agreement or of any proposed underwriting, sale or option agreement.	<p>The Company proposes that upon completion of the capital reorganization as provided in Item 4 hereof, to offer to its shareholders the right to purchase one share of its reorganized stock for every three reorganized shares owned, at 25 cents per share. Hevenor & Co., 11 Jordan Street, Toronto, Ontario, on behalf of William Sacks, 8 King Street West, Oshawa, Ontario, an officer and director of the Company, has agreed to firmly purchase 200,000 reorganized shares of the Company at 25 cents per share in addition to the shares purchased by the shareholders and, in consideration therefor, the Company has agreed to give and grant to Hevenor & Co., acting as aforesaid, an option to purchase all or any part of an additional 800,000 shares as follows:</p> <p>200,000 shares at 25 cents per share within 3 months from the effective date;</p> <p>200,000 shares at 30 cents per share within 6 months from the effective date;</p> <p>200,000 shares at 35 cents per share within 9 months from the effective date;</p> <p>200,000 shares at 40 cents per share within 12 months from the effective date.</p> <p>Subject to the proviso hereinafter set forth, the effective date is the date upon which all of the following conditions have been fulfilled, that is:</p> <p>(a) the capital reorganization as set forth in Item 4 has been completed;</p> <p>(b) a filing statement of the Company has been accepted by the Toronto Stock Exchange;</p> <p>(c) a filing statement of the Company has been accepted by the Canadian Stock Exchange;</p> <p>(d) the Quebec Securities Commission has granted the Company an exemption from filing a prospectus with that Commission or in the alternative that Commission has accepted a prospectus of the Company;</p> <p>(e) a rights offering has been made by the Company to its shareholders and has been completed; with the proviso that if the rights offering has not been completed by March 15, 1965, and all of the other conditions have been fulfilled the parties agree to waive this condition and agree that the effective date be March 15, 1965.</p>
7. Names and addresses of persons having any interest, direct or indirect in underwritten or optioned shares or other securities or assignments, present or proposed, and, if any assignment is contemplated, particulars thereof.	As far as the signatories hereto are aware, William Sacks, 8 King Street West, Oshawa, Ontario, an officer and director of the Company, is the only person who has any interest in the underwritten and optioned shares. Each shareholder who subscribes and pays for shares pursuant to the rights offering will have an interest in the shares so purchased.
8. Any payments in cash or securities of the company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	Nil
9. Brief statement of company's future development plans, including proposed expenditure of proceeds of sale of treasury shares, if any.	<p>The Company intends to carry out an exploratory drilling program on its Joutel Township claims as recommended by the Company's engineer at an estimated cost of \$8,000.</p> <p>The Company intends to carry out an exploration and development program on its claims in the Atlin Mining Division, Province of British Columbia at an estimated cost of \$10,000.</p> <p>No proceeds from the sale of the shares referred to in Item 6 will be used for any purpose other than as set out herein and for general operating expenses without prior notice thereof being given and accepted by the Toronto Stock Exchange and the Canadian Stock Exchange.</p>
10. Brief statement of company's chief development work during past year.	During the past year the Company carried out a geophysical survey on its Joutel Township claims in the Province of Quebec, and did 21 miles of line cutting, electromagnetic survey and a magnetometer survey, the total cost of same being approximately \$4,000. The Company also carried out electromagnetic and magnetometer surveys on its Jamieson Township claims at a cost of approximately \$1,800.

FINANCIAL STATEMENTS

ATLIN-RUFFNER MINES (B.C.) LIMITED
(Non-Personal Liability)

Incorporated under the laws of the Province of British Columbia

BALANCE SHEET

DECEMBER 31, 1964

ASSETS

CURRENT ASSETS		
Cash	\$	4,558.68
MINING PROPERTIES AND CLAIMS		
Atlin Mining Division, British Columbia		
28 claims at the value placed upon		
671,707 shares of capital stock issued		
therefor, plus \$65,012.29 cash	\$	232,939.04
Montgolfier Township, Quebec		
87 claims at the value placed upon		
750,000 shares of capital stock issued		
therefor, plus \$27,000.00 cash		139,500.00
Jamieson Township, Ontario		
8 claims at the value placed upon		
200,000 shares of capital stock issued		
therefor, plus \$5,000.00 cash	<u>19,000.00</u>	391,439.04
SUNDRY SHARES AND ADVANCES		
at cost less amounts written off		2,751.00
OTHER ASSETS AND DEFERRED EXPENDITURES		
Payment on option to purchase 20 mining		
claims Joutel Township, Quebec	\$	3,000.00
Exploration, development and		
administrative expenditures deferred	<u>659,208.66</u>	<u>662,208.66</u>
		<u>\$1,060,957.38</u>

LIABILITIES

CURRENT LIABILITIES		
Accounts payable and accrued liabilities	\$	3,235.55
CAPITAL STOCK AND DEFICIT		
Capital Stock		
Authorized - 10,000,000 shares of \$1. each		
Issued - 6,556,000 shares	\$6,556,000.00	
Less discount on shares	<u>5,177,101.05</u>	
	\$1,378,898.95	
Deduct deficit (no change during year)	<u>321,177.12</u>	<u>1,057,721.83</u>
		<u>\$1,060,957.38</u>

SHARES ISSUED DURING YEAR:

During the year the company issued the following shares:	
For cash	350,000 shares \$35,000.00
For payment of liabilities	300,000 shares 30,000.00
For partial consideration on	
purchase of claims	<u>200,000 shares 14,000.00</u>
	<u>850,000 shares \$79,000.00</u>

CERTIFIED TO BE CORRECT:

[Signature] Director
[Signature] Director

SOURCE AND APPLICATION OF FUNDS

FOR THE YEAR ENDED DECEMBER 31, 1964

Balance in bank January 1, 1964	\$	1,323.88
RECEIPTS:		
Loan - F. H. Jowsey Limited	\$	300.00
Balance of subscription to Capital Stock	33,000.00	
Refund of license fees, Quebec	<u>140.00</u>	33,440.00
		<u>\$ 34,763.88</u>
DISBURSEMENTS:		
Loan repayment, F. H. Jowsey Limited	\$	300.00
Exploration and Development,-		
Quebec, Montgolfier licenses	\$	1,060.00
British Columbia, Atlin licenses	258.00	
re Purchase of Joutel claims	3,000.00	
Geophysical survey and reports -		
Joutel	3,510.00	
re Purchase of Jamieson claims	5,000.00	
Geophysical survey and reports -		
Jamieson	1,710.00	
Maps, licenses, travelling	<u>606.79</u>	15,144.79
Administration,-		
Audit fees	\$	385.00
Transfer fees and annual meeting	1,361.54	
Stock Exchange fees	1,054.82	
Directors' fees	125.00	
Secretarial fees	1,150.00	
Rent	1,050.00	
Legal fees	9,262.15	
Taxes	95.00	
Printing and stationery	<u>276.90</u>	<u>14,760.41</u>
		<u>\$ 30,205.20</u>
Balance in bank December 31, 1964	\$	4,558.68

CERTIFIED TO BE CORRECT

[Signature] Director
[Signature] Director

11. Names and addresses of vendors of any property or other assets intended to be purchased by the company showing the consideration to be paid.	Nil.																											
12. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.																											
13. Number of shares held in escrow or in pool and a brief statement of the terms of escrow or the pooling agreement.	180,000 shares escrowed, subject to release only upon the respective consents of the Toronto and Canadian Stock Exchanges.																											
14. Names and addresses of owners of more than a 5% interest in escrowed shares and their shareholdings (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Albert Matlow, President of the Company, 157 Shelborne Avenue, Toronto, Ontario.																											
15. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	<table><tr><td>Hevenor & Co.,</td><td>11 Jordan Street, Toronto, Ontario.</td><td>840,154 shares</td></tr><tr><td>J. H. Crang & Co.,</td><td>40 Adelaide St. West, Toronto, Ontario.</td><td>336,793 shares</td></tr><tr><td>G. W. Nicholson & Co. Ltd.</td><td>67 Richmond St. West, Toronto, Ontario.</td><td>329,487 shares</td></tr><tr><td>T. A. Richardson & Co.</td><td>4 King St. West, Toronto, Ontario.</td><td>242,483 shares</td></tr><tr><td>James Richardson & Sons Ltd.</td><td>173 Portage Ave., E., Winnipeg, Manitoba.</td><td>175,650 shares</td></tr></table> <p>The beneficial owners of the above shares are not known to the signatories hereto.</p>	Hevenor & Co.,	11 Jordan Street, Toronto, Ontario.	840,154 shares	J. H. Crang & Co.,	40 Adelaide St. West, Toronto, Ontario.	336,793 shares	G. W. Nicholson & Co. Ltd.	67 Richmond St. West, Toronto, Ontario.	329,487 shares	T. A. Richardson & Co.	4 King St. West, Toronto, Ontario.	242,483 shares	James Richardson & Sons Ltd.	173 Portage Ave., E., Winnipeg, Manitoba.	175,650 shares												
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James Richardson & Sons Ltd.	173 Portage Ave., E., Winnipeg, Manitoba.	175,650 shares																										
16. Names, and addresses of persons whose shareholdings are large enough to materially affect control of the company.	William Sacks, 8 King Street West, Oshawa, Ontario, might be in a position to materially affect control of the Company if he were able to solicit proxies from other shareholders.																											
17. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	<table><tr><th></th><th><u>COST</u></th><th><u>BOOK VALUE</u></th></tr><tr><td colspan="3"><u>DERANGO MINES LTD.</u></td></tr><tr><td>7,465 shares - free</td><td></td><td></td></tr><tr><td>67,355 shares - escrowed</td><td></td><td></td></tr><tr><td>74,620 shares (no market value)</td><td>\$ 5,000.00</td><td>.50</td></tr><tr><td colspan="3"><u>ALASKA CANADIAN MINING EXPLORATION COMPANY LIMITED</u></td></tr><tr><td>706 shares - free</td><td></td><td></td></tr><tr><td>4,775 shares - escrowed</td><td></td><td></td></tr><tr><td>5,481 shares (no market value)</td><td>\$ 250.00</td><td>.50</td></tr></table>		<u>COST</u>	<u>BOOK VALUE</u>	<u>DERANGO MINES LTD.</u>			7,465 shares - free			67,355 shares - escrowed			74,620 shares (no market value)	\$ 5,000.00	.50	<u>ALASKA CANADIAN MINING EXPLORATION COMPANY LIMITED</u>			706 shares - free			4,775 shares - escrowed			5,481 shares (no market value)	\$ 250.00	.50
	<u>COST</u>	<u>BOOK VALUE</u>																										
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5,481 shares (no market value)	\$ 250.00	.50																										
18. Brief statement of any lawsuits pending or in process against company or its properties.	None.																											
19. The dates of and parties to and the general nature of every material contract entered into by the company which is still in effect and is not disclosed in the foregoing.	None.																											
20. Statement of any other material facts and if none, so state. Also state whether any shares of the company are in the course of primary distribution to the public.	The shares to be offered pursuant to the rights offering, the underwritten shares and such of the optioned shares as are taken down and paid for will be in the course of primary distribution. There are no other material facts.																											

DATED January 12, 1965.

CERTIFICATE OF THE COMPANY

The foregoing, together with the financial information and other reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above and in respect of the company's affairs and there is no further material information applicable. (To be signed by two principal signing officers who are directors and the corporate seal to be affixed.)

ATLIN-RUFFNER MINES (B.C.) LIMITED

"A. Matlow"

CORPORATE
SEAL

"C. M. Cook"

CERTIFICATE OF UNDERWRITER OR OPTIONEE

To the best of my knowledge, information and belief, the foregoing, together with the financial information and the reports where required, constitutes full, true and plain disclosure of all material facts in respect of the matters referred to in Item 1 above in respect of the company's affairs. Concerning matters which are not within my knowledge, I have relied upon the accuracy and adequacy of the information supplied to me by the company. (To be signed by underwriter or optionee registered with the Ontario Securities Commission or a corresponding body.)

HEVENOR & CO.

"M. A. Moysey"